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5 Los Angeles, California 90067-3109
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7 Attorneys for Plaintiffs Midland Credit Management, Inc.;
Midland Funding, LLC; MRC Receivables Corporation;
8 and Midland Funding NCC-2 Corporation

9
10 **UNITED STATES DISTRICT COURT**
11 **SOUTHERN DISTRICT OF CALIFORNIA**

12 MIDLAND CREDIT MANAGEMENT,
INC., a Kansas corporation; MIDLAND
13 FUNDING, LLC, a Delaware limited
liability company; MRC RECEIVABLES
14 CORPORATION, a Delaware corporation;
and MIDLAND FUNDING NCC-2
15 CORPORATION, a Delaware corporation,

16 Plaintiffs,

17 v.

18 TRAUNER, COHEN & THOMAS, LLP,
et al.,

19 Defendants.
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CASE NO. 09-CV-2187 H (WVG)

Hon. Marilyn L. Huff

CONSENT JUDGMENT

DICKSTEIN
SHAPIRO LLP

CONSENT JUDGMENT

DOCSLA-63304v1

CONSENT JUDGMENT

It appearing to the Court that Plaintiffs Midland Credit Management, Inc., Midland Funding, LLC, MRC Receivables Corporation and Midland Funding NCC-2 Corporation (hereinafter collectively referred to as "Midland") and Defendants Trauner, Cohen & Thomas, L.L.P. ("TCT"), Michael J. Cohen ("Cohen") and Russell S. Thomas ("Thomas") (with TCT, Cohen and Thomas being hereinafter collectively referred to as the "TCT Parties") mutually consent to entry of this judgment, and it further appearing:

- That the parties intend to resolve any and all claims between or among them relating to Midland's allegations in the above-referenced lawsuit, but without prejudice to any claims against third parties, persons, or entities not expressly adjudicated herein;

- That the TCT Parties and Midland have consented to the jurisdiction of this Court and to being bound by the terms of this Consent Judgment;

- That there is a factual basis for Midland's claims against the TCT Parties, as asserted in Midland's Complaint;

- That this Consent Judgment is a fair, rational, and reasonable disposition of all claims asserted in Midland's Complaint (Fraud, Breach of Contract, Breach of Fiduciary Duty, Negligence, Money Had and Received, and Unjust Enrichment);

- That the TCT Parties and Midland are represented by counsel; and

- That this Consent Judgment constitutes reasonably equivalent value for actual damages incurred by Midland as alleged in Midland's Complaint;

Accordingly, the Court, having determined that there is no just reason for delay and that this judgment should be entered as a final judgment in this action;

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IT IS ORDERED, DECREED, AND ADJUDGED that:

1. Midland will recover from the TCT Parties the sum of \$1.8 million dollars (\$1,800,000), as damages attributable to the claims asserted in Midland's Complaint.

2. The entry of this Consent Judgment shall not prejudice any pending claims, or any potential claims, that Midland may have against any other parties, persons or entities;

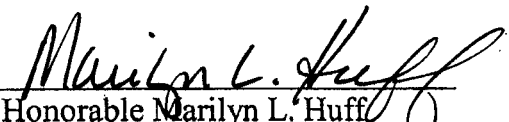
3. Midland's claims in this action are dismissed WITH PREJUDICE;

4. Each party shall bear its own attorneys' fees and costs;

5. For which let execution issue.

IT IS SO ORDERED, DECREED, AND ADJUDGED.

Dated this 30th day of November, 2010.

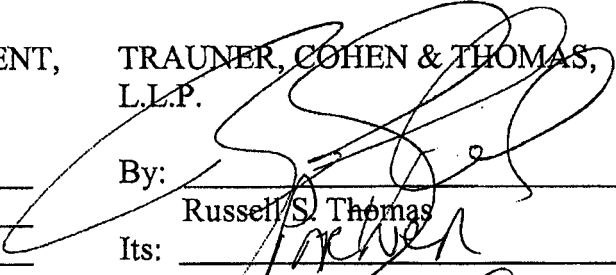

The Honorable Marilyn L. Huff
UNITED STATES DISTRICT JUDGE

CONSENTED TO BY:

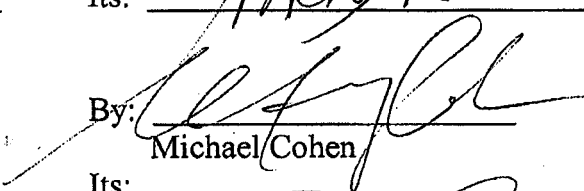
MIDLAND CREDIT MANAGEMENT,
INC.

TRAUNER, COHEN & THOMAS,
L.L.P.

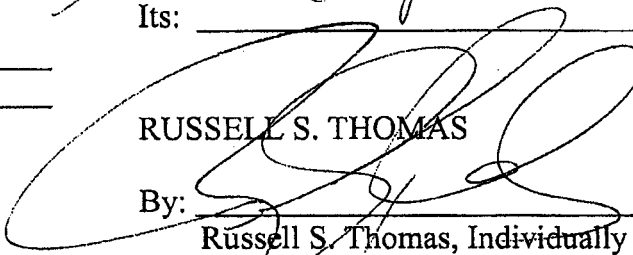
By: _____
Print Name: _____
Its: _____

By: 
Russell S. Thomas
Its: _____

MIDLAND FUNDING, LLC

By: 
Michael Cohen
Its: _____

By: _____
Print Name: _____
Its: _____

RUSSELL S. THOMAS
By: 
Russell S. Thomas, Individually

IT IS ORDERED, DECREED, AND ADJUDGED that:

1. Midland will recover from the TCT Parties the sum of \$1.8 million dollars (\$1,800,000), as damages attributable to the claims asserted in Midland's Complaint.

2. The entry of this Consent Judgment shall not prejudice any pending claims, or any potential claims, that Midland may have against any other parties, persons or entities;

3. Midland's claims in this action are dismissed **WITH PREJUDICE**;

4. Each party shall bear its own attorneys' fees and costs;

5. For which let execution issue..

IT IS SO ORDERED, DECREED, AND ADJUDGED.

Dated this ____ day of November, 2010.

The Honorable Marilyn L. Huff
UNITED STATES DISTRICT JUDGE

CONSENTED TO BY:

MIDLAND CREDIT MANAGEMENT,
INC.

TRAUNER, COHEN & THOMAS,
L.L.P.

By: _____
Print Name: Andrew Asch
Its: Director, Legal Affairs and Litigation

By: _____
Russell S. Thomas
Its: _____

MIDLAND FUNDING, LLC

By: _____
Michael Cohen
Its: _____

By: _____
Print Name: Andrew Asch
Its: Assistant Secretary

RUSSELL S. THOMAS
By: _____
Russell S. Thomas, Individually

1 MRC RECEIVABLES CORPORATION MICHAEL J. COHEN

2 By: 

3 Print Name: Andrew Asch

4 Its: Assistant Secretary

By: _____
Michael J. Cohen, Individually

5
6 MIDLAND FUNDING NCC-2
7 CORPORATION

8 By: 

9 Print Name: Andrew Asch

10 Its: Assistant Secretary

1 MRC RECEIVABLES CORPORATION MICHAEL J. COHEN
2

3 By: _____
4 Print Name: _____
5 Its: _____

By: 
Michael J. Cohen, Individually

6 MIDLAND FUNDING NCC-2
7 CORPORATION

8 By: _____
9 Print Name: _____
10 Its: _____
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